

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
155 North Wacker Drive  
Chicago, Illinois 60606  
John Wm. Butler, Jr.  
John K. Lyons  
Ron E. Meisler

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
Four Times Square  
New York, New York 10036

Attorneys for DPH Holdings Corp., et al.,  
Reorganized Debtors

DPH Holdings Corp. Legal Information Hotline:  
Toll Free: (800) 718-5305  
International: (248) 813-2698

DPH Holdings Corp. Legal Information Website:  
<http://www.dphholdingsdocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED  
DEBTORS AND CROWN ENTERPRISES, INC. (I) COMPROMISING AND  
ALLOWING PROOF OF CLAIM NUMBER 11129 AND (II) DISALLOWING AND  
EXPUNGING PROOF OF ADMINISTRATIVE EXPENSE CLAIM NUMBER 18668

(CROWN ENTERPRISES, INC.)

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and Crown Enterprises, Inc. ("Crown Enterprises") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And Crown Enterprises, Inc. (I) Compromising And Allowing Proof Of Claim Number 11129 And (II) Disallowing And Expunging Proof Of Administrative Expense Claim Number 18668 (Crown Enterprises, Inc.) (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 26, 2006, Crown Enterprises filed proof of claim number 11129 against DAS LLC, which asserts an unsecured non-priority claim in the amount of \$269,135.33 ("Claim 11129") stemming from a prepetition lease agreement for real property.

WHEREAS, on April 27, 2007, the Debtors objected to Claim 11129 pursuant to the Debtors' Thirteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Protective Insurance Claims, (D) Insurance Claims Not Reflected On Debtors' Books And Records, (E) Untimely Claims And Untimely Tax Claims, And (F) Claims Subject To Modification, Tax Claims Subject To Modification, And Claims Subject To Modification And Reclamation Agreement (Docket No. 7825) (the "Thirteenth Omnibus Claims Objection").

WHEREAS, on May 23, 2007, Crown Enterprises filed its Response To Debtors' Thirteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed.R.Bankr.P. 3006 To Proof Of Claim No. 11129 Filed By Crown Enterprises, Inc. (Docket No. 8011) (the "First Response").

WHEREAS, on July 14, 2009, Crown Enterprises filed proof of administrative expense claim number 18668 against Delphi, which asserts an administrative claim in the amount of \$233,068.00 ("Claim 18668," together with Claim 11129, the "Claims") for leasehold damages.

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi and DAS LLC emerged from chapter 11 as DPH Holdings Corp. and DPH-DAS LLC, respectively.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests." Modified Plan, art. 9.6.

WHEREAS, on January 22, 2010, the Reorganized Debtors objected to Claim 18668 pursuant to the Reorganized Debtors' Forty-Third Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain Administrative Expense (A) Severance Claims, (B) Books And Records Claims, (C) Duplicate Claims, (D) Equity Interests,

(E) Prepetition Claims, (F) Insufficiently Documented Claims, (G) Pension, Benefit, And OPEB Claims, (H) Workers' Compensation Claims, And (I) Transferred Workers' Compensation Claims, (II) Modify And Allow Certain Administrative Expense Severance Claims, And (III) Allow Certain Administrative Expense Severance Claims (Docket No. 19356) (the "Forty-Third Omnibus Claims Objection").

WHEREAS, on February 18, 2010, Crown Enterprises filed its Response To Reorganized Debtors' Forty-Third Omnibus Claims Objection To Proof Of Claim No. 18668 Filed By Crown Enterprises, Inc. (Docket No. 19496) (the "Second Response," together with the First Response, the "Responses").

WHEREAS, to resolve the Thirteenth Omnibus Claims Objection and the Forty-Third Omnibus Claims Objection with respect to the Claims, the Reorganized Debtors and Crown Enterprises entered into this Stipulation, pursuant to which the Reorganized Debtors and Crown Enterprises agreed that (i) Claim 11129 should be allowed as a general unsecured non-priority claim in the amount of \$119,000.00 against DPH-DAS LLC and (ii) Claim 18668 should be disallowed and expunged in its entirety.

NOW, THEREFORE, the Reorganized Debtors and Crown Enterprises stipulate and agree as follows:

1. Claim 11129 shall be allowed in the amount of \$119,000.00 and shall be treated as an allowed general unsecured non-priority claim against DPH-DAS LLC in accordance with the terms of the Modified Plan.
2. Claim 18668 shall be disallowed and expunged in its entirety.
3. The Responses are hereby deemed withdrawn with prejudice.
4. Nothing herein shall be construed as an admission of liability to any

portion of the Claim on behalf of the Debtors or the Reorganized Debtors.

5. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 27th day of July, 2010

/s/ Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons  
John Wm. Butler, Jr.  
John K. Lyons  
Ron E. Meisler  
SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP  
155 North Wacker Drive  
Chicago, Illinois 60606

/s/ Geoffrey T. Pavlic  
Mark H. Shapiro  
Geoffrey T. Pavlic  
STEINBERG SHAPIRO & CLARK  
25929 Telegraph Road  
Suite 203  
Southfield, MI 48033

Attorneys for Crown Enterprises, Inc.

- and -

Four Times Square  
New York, New York 10036

Attorneys for DPH Holdings Corp., et al.,  
Reorganized Debtors